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LIFE AND ACCIDENT AND HEALTH COMPANIES —ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2009

OF THE CONDITION AND AFFAIRS OF THE

HumanaDental Insurance Company

NAIC Group Code 0119 (Current Period), 0119 (Prior Period) NAIC Company Code 70580 Employer's ID Number 39-0714280

Organized under the Laws of Wisconsin, State of Domicile or Port of Entry Wisconsin

Country of Domicile United States

Incorporated/Organized 01/01/1908 Commenced Business 10/12/1908

Statutory Home Office 1100 Employers Boulevard (Street and Number), DePere, WI 54115 (City or Town, State and Zip Code)

Main Administrative Office 1100 Employers Boulevard (Street and Number) DePere, WI 54115 (City or Town, State and Zip Code) 920-336-1100 (Area Code) (Telephone Number)

Mail Address PO Box 740036 (Street and Number or P.O. Box), Louisville, KY 40201-7436 (City or Town, State and Zip Code)

Primary Location of Books and Records 1100 Employers Boulevard (Street and Number) DePere, WI 54115 (City or Town, State and Zip Code) 920-336-1100 (Area Code) (Telephone Number)

Internet Web Site Address www.humana.com

Statutory Statement Contact Cathy Staebler (Name) 502-580-2712 (Area Code) (Telephone Number) (Extension)

cstaebler@humana.com (E-Mail Address) 502-580-2099 (Fax Number)

OFFICERS

Name	Title	Name	Title
Gerald Lawrence Ganoni	President	Joan Olliges Lenahan	VP and Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Frank Murray Amrine	Appointed Actuary

OTHER OFFICERS

George Grant Bauernfeind	Vice President	Elizabeth Diane Bierbower #	COO - Specialty Benefits
John Gregory Catron	Vice President	John Edward Lumpkins	Vice President
Mark Matthew Matzke	VP - Dental Segment Lead	Kathleen Stephenson Pellegrino	Vice President & Asst. Secretary
Gilbert Alan Stewart	Vice President	William Joseph Tait	Vice President
Gary Dean Thompson	Vice President	Melissa Louise Weaver M.D. #	Vice President

DIRECTORS OR TRUSTEES

James Harry Bloem	Michael Benedict McCallister	James Elmer Murray	Melissa Louise Weaver M.D. #

State of Kentucky
ss
County of Jefferson

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Gerald Lawrence Ganoni	Joan Olliges Lenahan	James Harry Bloem
President	VP and Corporate Secretary	Sr. VP, CFO & Treasurer

a. Is this an original filing? Yes [X] No [ ]

Subscribed and sworn to before me this 6th day of November, 2009

b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

Myra Carpenter, Notary Public
August 9, 2013

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	36,757,766		36,757,766	73,443,745
2. Stocks:				
2.1 Preferred stocks	0		0	349,160
2.2 Common stocks	0		0	2,655,502
3. Mortgage loans on real estate:				
3.1 First liens	0		0	0
3.2 Other than first liens	0		0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ encumbrances)	0		0	0
4.2 Properties held for the production of income (less $ encumbrances)	0		0	0
4.3 Properties held for sale (less $ encumbrances)	0		0	0
5. Cash ($ 1,398,557), cash equivalents ($ 1,999,789) and short-term investments ($ 41,029,782)	44,428,128		44,428,128	13,572,287
6. Contract loans (including $ premium notes)			0	0
7. Other invested assets	0		0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	81,185,894	0	81,185,894	90,020,694
11. Title plants less $ charged off (for Title insurers only)	0		0	0
12. Investment income due and accrued	432,541		432,541	680,638
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	1,463,790	61,674	1,402,116	1,650,489
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ earned but unbilled premiums)	0	0	0	0
13.3 Accrued retrospective premiums	0	0	0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	0	0	0	0
14.2 Funds held by or deposited with reinsured companies	0	0	0	0
14.3 Other amounts receivable under reinsurance contracts	0	0	0	0
15. Amounts receivable relating to uninsured plans	517,604	2,460	515,144	387,510
16.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
16.2 Net deferred tax asset	1,380,041	645,876	734,165	734,165
17. Guaranty funds receivable or on deposit	0	0	0	0
18. Electronic data processing equipment and software	346,232	27,562	318,670	107,377
19. Furniture and equipment, including health care delivery assets ($)	637,359	637,359	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
21. Receivables from parent, subsidiaries and affiliates	176,101	0	176,101	119,881
22. Health care ($) and other amounts receivable	1,438,408	0	1,438,408	208,277
23. Aggregate write-ins for other than invested assets	1,282,639	1,282,639	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	88,860,609	2,657,570	86,203,039	93,909,031
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	88,860,609	2,657,570	86,203,039	93,909,031
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Assets	1,282,639	1,282,639	0	0
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	1,282,639	1,282,639	0	0

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts $ .... less $ .... included in Line 6.3 (including $ .... Modco Reserve)	0	0
2. Aggregate reserve for accident and health contracts (including $ .... Modco Reserve)	207,065	225,099
3. Liability for deposit-type contracts (including $ .... Modco Reserve)	0	0
4. Contract claims:		
4.1 Life	0	0
4.2 Accident and health	14,333,653	15,656,544
5. Policyholders' dividends $ .... and coupons $ .... due and unpaid	0	0
6. Provision for policyholders' dividends and coupons payable in following calendar year—estimated amounts:		
6.1 Dividends apportioned for payment (including $ .... Modco)	0	0
6.2 Dividends not yet apportioned (including $ .... Modco)	0	0
6.3 Coupons and similar benefits (including $ .... Modco)	0	0
7. Amount provisionally held for deferred dividend policies not included in Line 6	0	0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less $ .... discount; including $ 6,676,689 accident and health premiums	6,676,689	5,529,333
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts	0	0
9.2 Provision for experience rating refunds, including $ .... accident and health experience rating refunds	0	0
9.3 Other amounts payable on reinsurance, including $ .... assumed and $ .... ceded	0	0
9.4 Interest Maintenance Reserve	1,245,776	449,922
10. Commissions to agents due or accrued—life and annuity contracts $ .... accident and health $ 1,759,264 and deposit-type contract funds $	1,759,264	2,949,632
11. Commissions and expense allowances payable on reinsurance assumed	0	0
12. General expenses due or accrued	3,566,572	4,016,365
13. Transfers to Separate Accounts due or accrued (net) (including $ .... accrued for expense allowances recognized in reserves, net of reinsured allowances)	0	0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	768,788	746,030
15.1 Current federal and foreign income taxes, including $ .... on realized capital gains (losses)	0	0
15.2 Net deferred tax liability	0	0
16. Unearned investment income	0	0
17. Amounts withheld or retained by company as agent or trustee	49,624	43,394
18. Amounts held for agents' account, including $ .... agents' credit balances	0	0
19. Remittances and items not allocated	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0
21. Liability for benefits for employees and agents if not included above	0	0
22. Borrowed money $ .... and interest thereon $	0	0
23. Dividends to stockholders declared and unpaid	0	0
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve	0	69,043
24.2 Reinsurance in unauthorized companies	0	0
24.3 Funds held under reinsurance treaties with unauthorized reinsurers	0	0
24.4 Payable to parent, subsidiaries and affiliates	0	0
24.5 Drafts outstanding	0	0
24.6 Liability for amounts held under uninsured plans	293,857	403,289
24.7 Funds held under coinsurance	0	0
24.8 Payable for securities	0	0
24.9 Capital notes $ .... and interest thereon $	0	0
25. Aggregate write-ins for liabilities	22,817	30,668
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	28,924,105	30,119,319
27. From Separate Accounts statement		0
28. Total liabilities (Lines 26 and 27)	28,924,105	30,119,319
29. Common capital stock	2,600,000	2,600,000
30. Preferred capital stock		0
31. Aggregate write-ins for other than special surplus funds	0	0
32. Surplus notes		0
33. Gross paid in and contributed surplus	15,000,000	15,000,000
34. Aggregate write-ins for special surplus funds	0	0
35. Unassigned funds (surplus)	39,678,934	46,189,712
36. Less treasury stock, at cost:		
36.1 .... shares common (value included in Line 29 $ ....)		0
36.2 .... shares preferred (value included in Line 30 $ ....)		0
37. Surplus (total Lines 31 + 32 + 33 + 34 + 35 - 36) (including $ .... in Separate Accounts Statement)	54,678,934	61,189,712
38. Totals of Lines 29, 30 and 37	57,278,934	63,789,712
39. Totals of Lines 28 and 38	86,203,039	93,909,031
DETAILS OF WRITE-INS		
2501. Securities Lending Payable	22,708	22,708
2502. Miscellaneous Payable	109	7,960
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	22,817	30,668
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)	0	0
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	0	0

SUMMARY OF OPERATIONS

		1 Current Year To Date	2 Prior Year Year to Date	3 Prior Year Ended December 31
1.	Premiums and annuity considerations for life and accident and health contracts	220,345,012	222,751,210	296,427,719
2.	Considerations for supplementary contracts with life contingencies	0	0	0
3.	Net investment income	2,372,850	3,048,227	3,960,341
4.	Amortization of Interest Maintenance Reserve (IMR)	136,648	71,570	95,053
5.	Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6.	Commissions and expense allowances on reinsurance ceded	0	0	0
7.	Reserve adjustments on reinsurance ceded	0	0	0
8.	Miscellaneous Income:			
	8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	0	0	0
	8.2 Charges and fees for deposit-type contracts	0	0	0
	8.3 Aggregate write-ins for miscellaneous income	672,107	107,994	141,524
9.	Totals (Lines 1 to 8.3)	223,526,617	225,979,001	300,624,637
10.	Death benefits	0	0	0
11.	Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12.	Annuity benefits	0	0	0
13.	Disability benefits and benefits under accident and health contracts	146,185,298	149,955,666	198,822,132
14.	Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15.	Surrender benefits and withdrawals for life contracts	0	0	0
16.	Group conversions	0	0	0
17.	Interest and adjustments on contract or deposit-type contract funds	0	0	0
18.	Payments on supplementary contracts with life contingencies	0	0	0
19.	Increase in aggregate reserves for life and accident and health contracts	0	0	0
20.	Totals (Lines 10 to 19)	146,185,298	149,955,666	198,822,132
21.	Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	22,625,747	19,879,584	26,738,777
22.	Commissions and expense allowances on reinsurance assumed	0	0	0
23.	General insurance expenses	23,469,865	20,997,292	28,240,578
24.	Insurance taxes, licenses and fees, excluding federal income taxes	8,026,038	6,720,104	8,616,094
25.	Increase in loading on deferred and uncollected premiums	0	0	0
26.	Net transfers to or (from) Separate Accounts net of reinsurance	0	0	0
27.	Aggregate write-ins for deductions	0	0	0
28.	Totals (Lines 20 to 27)	200,306,948	197,552,646	262,417,581
29.	Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	23,219,669	28,426,355	38,207,056
30.	Dividends to policyholders		0	0
31.	Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	23,219,669	28,426,355	38,207,056
32.	Federal and foreign income taxes incurred (excluding tax on capital gains)	8,292,087	10,071,910	14,468,751
33.	Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	14,927,582	18,354,445	23,738,305
34.	Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of $ 94,660 (excluding taxes of $ 502,117 transferred to the IMR)	175,797	(796,575)	(1,072,669)
35.	Net income (Line 33 plus Line 34)	15,103,379	17,557,870	22,665,636
	CAPITAL AND SURPLUS ACCOUNT			
36.	Capital and surplus, December 31, prior year	63,789,712	65,630,112	65,630,112
37.	Net income (Line 35)	15,103,379	17,557,870	22,665,636
38.	Change in net unrealized capital gains (losses) less capital gains tax of $	0	0	0
39.	Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40.	Change in net deferred income tax	0	0	1,233,954
41.	Change in nonadmitted assets	316,800	(389,988)	(881,337)
42.	Change in liability for reinsurance in unauthorized companies	0	0	0
43.	Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	0
44.	Change in asset valuation reserve	69,043	210,390	141,347
45.	Change in treasury stock	0	0	0
46.	Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47.	Other changes in surplus in Separate Accounts Statement	0	0	0
48.	Change in surplus notes	0	0	0
49.	Cumulative effect of changes in accounting principles	0	0	0
50.	Capital changes:			
	50.1 Paid in	0	0	0
	50.2 Transferred from surplus (Stock Dividend)	0	0	0
	50.3 Transferred to surplus	0	0	0
51.	Surplus adjustment:			
	51.1 Paid in	0	0	0
	51.2 Transferred to capital (Stock Dividend)	0	0	0
	51.3 Transferred from capital	0	0	0
	51.4 Change in surplus as a result of reinsurance	0	0	0
52.	Dividends to stockholders	(22,000,000)	(25,000,000)	(25,000,000)
53.	Aggregate write-ins for gains and losses in surplus	0	0	0
54.	Net change in capital and surplus (Lines 37 through 53)	(6,510,778)	(7,621,728)	(1,840,400)
55.	Capital and surplus, as of statement date (Lines 36 + 54)	57,278,934	58,008,384	63,789,712
	DETAILS OF WRITE-INS			
08.301.	Miscellaneous Income	586,607	22,494	27,524
08.302.	Access Fees	85,500	85,500	114,000
08.303.				
08.398.	Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399.	Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	672,107	107,994	141,524
2701.				
2702.				
2703.				
2798.	Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799.	Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	0	0	0
5301.				
5302.				
5303.				
5398.	Summary of remaining write-ins for Line 53 from overflow page	0	0	0
5399.	Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	0	0	0

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
	Cash from Operations		
1.	Premiums collected net of reinsurance	221,749,755	294,019,746
2.	Net investment income	2,935,856	4,441,710
3.	Miscellaneous income	672,107	141,524
4.	Total (Lines 1 to 3)	225,357,718	298,602,980
5.	Benefit and loss related payments	147,526,223	196,280,474
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	55,937,015	62,879,051
8.	Dividends paid to policyholders	0	0
9.	Federal and foreign income taxes paid (recovered) net of $ 94,660 tax on capital gains (losses)	8,386,747	13,891,159
10.	Total (Lines 5 through 9)	211,849,985	273,050,684
11.	Net cash from operations (Line 4 minus Line 10)	13,507,733	25,552,296
	Cash from Investments		
12.	Proceeds from investments sold, matured or repaid:		
	12.1 Bonds	46,855,627	81,955,509
	12.2 Stocks	2,832,691	70,687,744
	12.3 Mortgage loans	0	0
	12.4 Real estate	0	0
	12.5 Other invested assets	0	0
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	387	0
	12.7 Miscellaneous proceeds	0	244
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	49,688,705	152,643,497
13.	Cost of investments acquired (long-term only):		
	13.1 Bonds	9,110,014	0
	13.2 Stocks	0	78,995,144
	13.3 Mortgage loans	0	73,343,246
	13.4 Real estate	0	0
	13.5 Other invested assets	0	0
	13.6 Miscellaneous applications	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	9,110,014	152,338,390
14.	Net increase (or decrease) in contract loans and premium notes	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	40,578,691	305,107
	Cash from Financing and Miscellaneous Sources		
16.	Cash provided (applied):		
	16.1 Surplus notes, capital notes	0	0
	16.2 Capital and paid in surplus, less treasury stock	0	0
	16.3 Borrowed funds	0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
	16.5 Dividends to stockholders	22,000,000	25,000,000
	16.6 Other cash provided (applied)	(1,230,583)	(3,373,185)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(23,230,583)	(28,373,185)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	30,855,841	(2,515,782)
19.	Cash, cash equivalents and short-term investments:		
	19.1 Beginning of year	13,572,287	16,088,069
	19.2 End of period (Line 18 plus Line 19.1)	44,428,128	13,572,287

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Industrial life	0	0	0
2. Ordinary life insurance	4,963,806	5,201,594	6,959,002
3. Ordinary individual annuities	1,717,366	1,942,090	2,507,710
4. Credit life (group and individual)	0	0	0
5. Group life insurance	0	0	0
6. Group annuities	0	0	0
7. A & H - group	207,008,532	211,701,492	280,983,073
8. A & H - credit (group and Individual)	0	0	0
9. A & H - other	13,368,938	11,085,602	15,490,909
10. Aggregate of all other lines of business	0	0	0
11. Subtotal	227,058,642	229,930,778	305,940,694
12. Deposit-type contracts	0	0	0
13. Total	227,058,642	229,930,778	305,940,694
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Wisconsin Office of Insurance.

The Wisconsin Insurance Department recognizes only statutory accounting practices prescribed or permitted by the state of Wisconsin for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Wisconsin Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Wisconsin. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Wisconsin is shown below:

	State of Domicile		2009		2008
1. Net Income, Wisconsin basis	WI	$	15,103,379	$	22,665,636
2. State Prescribed Practices (Income):	WI		-		-
3. State Permitted Practices (Income):	WI		-		-
4. Net Income, NAIC SAP	WI	$	15,103,379	$	22,665,636
5. Statutory Surplus, Wisconsin basis	WI	$	57,278,934	$	63,789,712
6. State Prescribed Practices (Surplus):	WI		-		-
7. State Permitted Practices (Surplus):	WI		-		-
8. Statutory Surplus, NAIC SAP	WI	$	57,278,934	$	63,789,712

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.

Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

For loan backed and structured securities where the securities fair value is less then the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

The asset valuation reserve ("AVR") is determined using NAIC prescribed formulas and is reported as a liability rather than as a valuation allowance or appropriation of surplus. The AVR represents an allowance for possible fluctuations in the value of bonds, equity securities, mortgage loans, real estate and other invested assets.

Under a formula prescribed by the NAIC, the Company defers the portion of realized gains and losses on sales of fixed income investments, principally bonds, attributable to changes in the general level of interest rates and amortizes those deferrals over the remaining period to maturity of the individual security sold. This net deferral is reported as the "interest maintenance reserve" in the accompanying statements of admitted assets, liabilities and surplus.

NOTES TO FINANCIAL STATEMENTS

The Company participates in a securities leading program to maximize investment income. The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members’ prescription drug benefits, net of rebates from drug manufacturers.

The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company’s benefits payable are adequate to cover future claims payments required, however, such estimates are based on knowledge of current events and anticipated future events, and therefore, the actual liability could differ from the amounts provided

The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

D. Loan-Backed Securities

The Company does not have any investments in an OTTI position at quarter-end.

E. Repurchase Agreements

Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loan default.

B. The total amount excluded was $0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2008.

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2008 and 2007 were approximately $7.7 million and $8.4 million respectively.

As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations.

Dividends of $22.0 million were paid to Humana Inc. on May 14, 2009. The Department of Insurance was notified prior to the payment of this dividend.

11. Debt

A. Capital Notes

The Company has no capital notes outstanding.

B. All other Debt

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

Not Applicable.

B. Defined Contribution Plan

Not Applicable.

C. Multiemployer Plans

NOTES TO FINANCIAL STATEMENTS

Not Applicable.

D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2008.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

1) The company has $25,000 par value common stock with 300 shares authorized and 104 shares issued and outstanding.
2) The Company has no preferred stock outstanding.
3) The State of Wisconsin insurance laws and regulations require that any dividend together with other dividends paid in the preceding 12 months that exceed the lesser of (1) 10.0 percent of statutory surplus at the end of the prior year or (2) the total net gain from operations of the insurer for the preceding calendar year, less realized capital gains each year, is deemed "extraordinary" and must receive the prior written approval of the Department of Insurance.
4) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
5) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
6) Not Applicable.
7) Not Applicable.
8) Not Applicable.
9) Not Applicable.
10) Not Applicable.
11) Not Applicable.
12) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Plan does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of September 30, 2009

15. Leases

No material change since year-end December 31, 2008.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentration of Credit Risk

1) The Company has no investment in Financial Instruments with Off Balance Sheet Risk.

2) The Company has no investment in Financial Instruments with Concentration Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

The Company participates in a securities lending program of select invested assets. As of September 30, 2009, securities totaling $2.0 million were loaned under this program. The net liability of $22.7 thousand related to this security lending program has been accrued. This represents the shortfall of assets held under the program versus the continuing liability to return the full value of cash collateral.

NOTES TO FINANCIAL STATEMENTS

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2009:

	(1)	(2)	(3)
	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	$ 4,467,370	$ -	$ 4,467,370
b. Total net other income or expenses (including interest paid to or received from plans)	$ -	$ -	$ -
c. Net gain or (loss) from operations	$ 4,467,370	$ -	$ 4,467,370
d. Total claim payment volume	$ 75,360,463	$ -	$ 75,360,463

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

Not Applicable.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. The company has no deposits admitted under Section 6603 of the Internal Revenue Service Code.

H. Hybrid Securities

Not Applicable.

I. Subprime Mortgage Related Risk Exposure

The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(1) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

NOTES TO FINANCIAL STATEMENTS

(2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:

a. Residential mortgage backed securities – No exposure noted.
b. Collateralized debt obligations – No exposure noted.
c. Structured Securities (including principal protected notes) – No exposure noted.
d. Debt Securities of companies with significant sub-prime exposure – No exposure noted
e. Equity securities of companies with significant sub-prime exposure – No exposure noted.
f. Other Assets – No exposure noted.

(3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

(4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

21. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition.

22. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes ( ) No (X)

If yes, give full details.

(2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes ( ) No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

(1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes ( ) No (X)

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. $0

b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? $0

(2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes ( ) No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

(1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. $0

(2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes ( ) No (X)

NOTES TO FINANCIAL STATEMENTS

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? $0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not Applicable.

24. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2008 were $16.1 million. As of September 30, 2009, $14.0 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $0.9 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the group dental line of business. Therefore, there has been a $1.2 million favorable prior-year development since December 31, 2008. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated group insurance policies.

25. Intercompany Pooling Arrangements

Not Applicable.

26. Structured Settlements

Not Applicable.

27. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements		Pharmacy Rebates as Billed or Otherwise Confirmed		Actual Rebates Received Within 90 Days of Billing		Actual Rebates Received Within 91 to 180 Days of Billing		Actual Rebates Received More than 181 Days after Billing	
9/30/2009	$	-	$	-	$	-	$	-	$	-
6/30/2009	$	-	$	-	$	-	$	-	$	-
3/31/2009	$	-	$	-	$	-	$	-	$	-
12/31/2008	$	-	$	-	$	-	$	-	$	-
930/2008	$	-	$	-	$	-	$	-	$	-
6/30/2008	$	-	$	-	$	-	$	-	$	-
3/31/2008	$	84	$	84	$	84	$	-	$	-
12/31/2007	$	30	$	30	$	30	$	-	$	-
9/30/2007	$	31	$	31	$	31	$	-	$	-
6/30/2007	$	3,257	$	3,257	$	3,257	$	-	$	-
3/31/2007	$	3,883	$	3,883	$	3,883	$	-	$	-
12/31/2006	$	5,071	$	5,071	$	5,071	$	-	$	-

B. Risk Sharing Receivables

Not Applicable.

28. Participating Policies

Not Applicable.

29. Premium Deficiency Reserves

As of September 30, 2009, the Company had no liabilities related to premium deficiency reserves. The Company did not consider anticipated investment income when calculating its premium deficiency reserves.

30. Reserves for Life Contracts and Annuity Contracts

No material change since year-end December 31, 2008.

31. Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

No material change since year-end December 31, 2008.

32. Premium and Annuity Considerations Deferred and Uncollected

No material change since year-end December 31, 2008.

33. Separate Accounts

NOTES TO FINANCIAL STATEMENTS

Not Applicable.

34. Loss/Claim Adjustment Expenses

No material change since year-end December 31, 2008.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change:

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] NA [ ]

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2005

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2005

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 04/11/2007

6.4 By what department or departments?

Wisconsin Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [ ] NA [ ]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] NA [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 176,102

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

N/A

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$	$
14.22	Preferred Stock	$	$
14.23	Common Stock	$	$
14.24	Short-Term Investments	$	$
14.25	Mortgage Loans on Real Estate	$	$
14.26	All Other	$	$
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$	$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	4 New York Plaza, 15th Floor, New York, NY 10004-2413, Attn: Charles Tuzzolino

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107105	Blackrock, Inc.	40 East 52nd Street, New York, NY 10022

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

17.2 If no, list exceptions:

N/A

GENERAL INTERROGATORIES

PART 2 - LIFE & HEALTH

		1 Amount
1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	
	1.1 Long-Term Mortgages In Good Standing	
	1.11 Farm Mortgages	$ 0
	1.12 Residential Mortgages	$ 0
	1.13 Commercial Mortgages	$ 0
	1.14 Total Mortgages in Good Standing	$ 0
	1.2 Long-Term Mortgages In Good Standing with Restructured Terms	
	1.21 Total Mortgages in Good Standing with Restructured Terms	$ 0
	1.3 Long-Term Mortgages Loans upon which Interest is Overdue more than Three Months	
	1.31 Farm Mortgages	$ 0
	1.32 Residential Mortgages	$ 0
	1.33 Commercial Mortgages	$ 0
	1.34 Total Mortgages with Interest Overdue more than Three Months	$ 0
	1.4 Long-Term Mortgages Loans in Process of Foreclosure	
	1.41 Farm Mortgages	$ 0
	1.42 Residential Mortgages	$ 0
	1.43 Commercial Mortgages	$ 0
	1.44 Total Mortgages in Process of Foreclosure	$ 0
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	$ 0
	1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
	1.61 Farm Mortgages	$ 0
	1.62 Residential Mortgages	$ 0
	1.63 Commercial Mortgages	$ 0
	1.64 Total Mortgages Foreclosed and Transferred to Real Estate	$ 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			LIFE AND ANNUITY AFFILIATES			
			LIFE AND ANNUITY NON-AFFILIATES			
			ACCIDENT AND HEALTH AFFILIATES			
			ACCIDENT AND HEALTH NON-AFFILIATES			

NONE

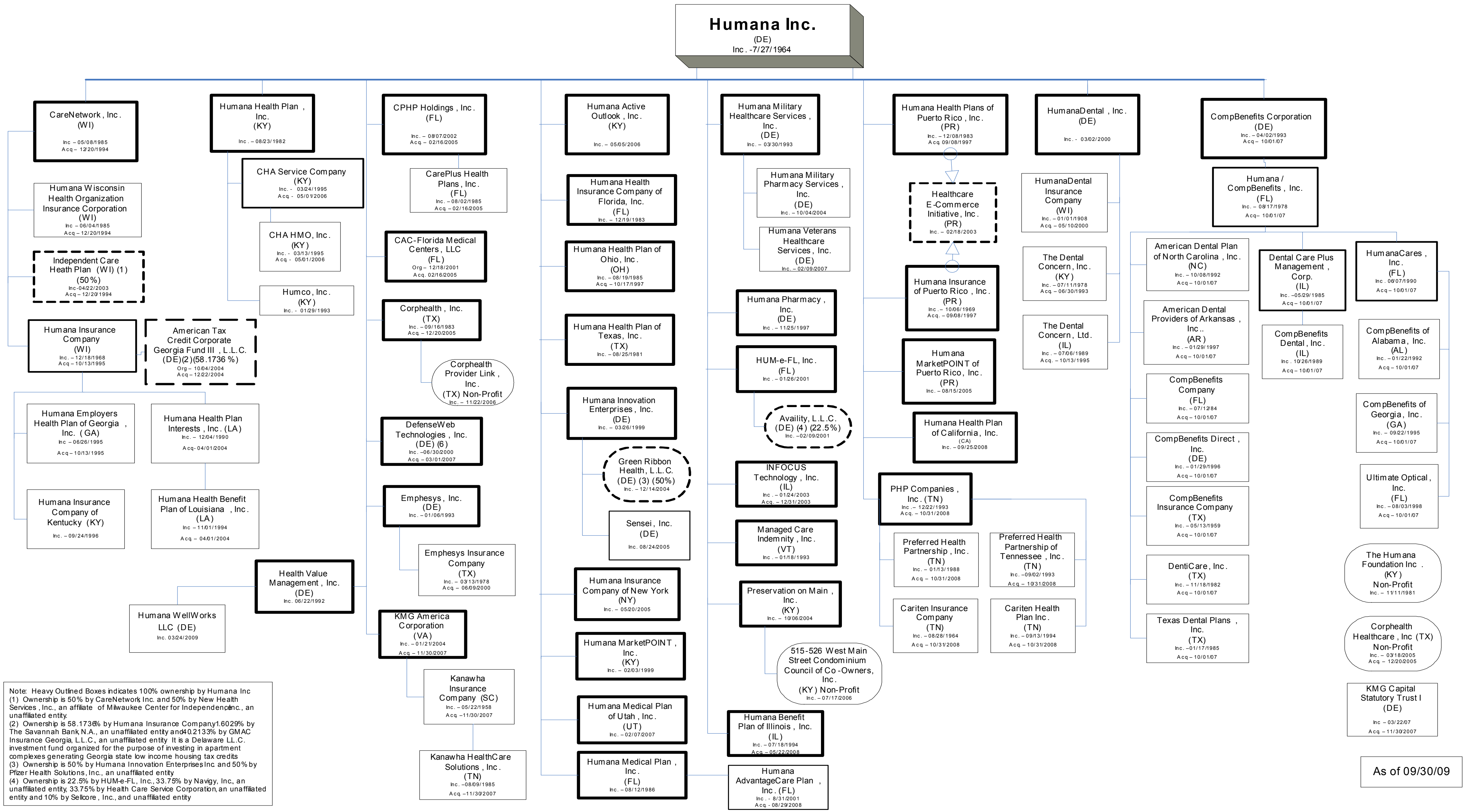
SCHEDULE T—PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

		Direct Business Only					
		Life Contracts		4	5	6	7
	1	2	3				
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
1. Alabama AL	L	34,095	12,128	623,501	0	669,724	
2. Alaska AK	L	1,681	0	817,725	0	819,406	
3. Arizona AZ	L	27,114	16,249	7,022,159	0	7,065,521	
4. Arkansas AR	L	20,069	14,978	260,494	0	295,541	
5. California CA	L	192,447	65,262	27,281,905	0	27,539,615	
6. Colorado CO	L	19,495	12,721	10,389,213	0	10,421,429	
7. Connecticut CT	L	7,637	4,203	169	0	12,009	
8. Delaware DE	L	9,813	4,832	2,364	0	17,009	
9. District of Columbia DC	L	58,885	8,694	708,098	0	775,677	
10. Florida FL	L	319,112	70,251	15,603,070	0	15,992,433	
11. Georgia GA	L	95,518	31,323	10,754,789	0	10,881,630	
12. Hawaii HI	L	2,381	14,354	0	0	16,735	
13. Idaho ID	L	1,896	846	378,306	0	381,048	
14. Illinois IL	L	188,231	153,088	21,902,425	0	22,243,745	
15. Indiana IN	L	187,643	25,894	6,223,470	0	6,437,007	
16. Iowa IA	L	13,929	6,644	202,751	0	223,324	
17. Kansas KS	L	3,722	728	2,833,592	0	2,838,042	
18. Kentucky KY	L	38,574	15,567	9,582	0	63,723	
19. Louisiana LA	L	21,793	3,345	6,279,264	0	6,304,401	
20. Maine ME	N	2,014	1,284	421	0	3,719	
21. Maryland MD	L	587,700	322,409	2,575,806	0	3,485,915	
22. Massachusetts MA	L	162,481	41,348	115,698	0	319,527	
23. Michigan MI	L	314,441	66,067	9,585,974	0	9,966,482	
24. Minnesota MN	L	93,053	4,689	2,436,767	0	2,534,508	
25. Mississippi MS	L	18,337	3,743	1,991,021	0	2,013,101	
26. Missouri MO	L	20,312	9,483	6,721,773	0	6,751,567	
27. Montana MT	L	1,905	769	105	0	2,780	
28. Nebraska NE	L	13,225	3,684	103,499	0	120,407	
29. Nevada NV	L	9,556	1,238	3,158,001	0	3,168,795	
30. New Hampshire NH	L	19,126	7,351	326	0	26,803	
31. New Jersey NJ	L	279,821	109,082	3,729	0	392,631	
32. New Mexico NM	L	3,280	760	621,535	0	625,574	
33. New York NY	N	19,072	7,458	6,834	0	33,364	
34. North Carolina NC	L	129,990	22,603	2,859,927	0	3,012,520	
35. North Dakota ND	L	454	0	379,043	0	379,496	
36. Ohio OH	L	676,408	149,332	12,210,995	0	13,036,734	
37. Oklahoma OK	L	3,816	1,908	2,030,794	0	2,036,517	
38. Oregon OR	L	5,637	1,870	3,131	0	10,639	
39. Pennsylvania PA	L	270,487	121,974	1,664,737	0	2,057,197	
40. Rhode Island RI	L	5,593	2,030	0	0	7,624	
41. South Carolina SC	L	34,277	16,284	334,868	0	385,429	
42. South Dakota SD	L	5,453	393	195,357	0	201,204	
43. Tennessee TN	L	40,300	10,911	4,109,207	0	4,160,419	
44. Texas TX	L	80,293	164,184	35,881,705	0	36,126,183	
45. Utah UT	L	13,444	3,865	2,800,694	0	2,818,004	
46. Vermont VT	L	1,785	982	53	0	2,820	
47. Virginia VA	L	105,941	37,057	5,846,664	0	5,989,662	
48. Washington WA	L	6,681	1,592	3,817	0	12,090	
49. West Virginia WV	L	11,336	2,094	470,621	0	484,052	
50. Wisconsin WI	L	603,871	139,485	14,330,932	0	15,074,287	
51. Wyoming WY	L	4,871	0	45,237	0	50,107	
52. American Samoa AS	N	0	0	0	0	0	
53. Guam GU	N	0	0	0	0	0	
54. Puerto Rico PR	N	138	0	64	0	202	
55. US Virgin Islands VI	N	0	0	0	0	0	
56. Northern Mariana Islands MP	N	0	0	0	0	0	
57. Canada CN	N	111	191	0	0	302	
58. Aggregate Other Alien OT	XXX	5,035	136	0	0	5,171	0
59. Subtotal	(a) 49	4,794,279	1,717,366	221,782,212	0	228,293,856	0
90. Reporting entity contributions for employee benefit plans	XXX	0	0	0	0	0	
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX	93,372	0	0	0	93,372	
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX	0	0	0	0	0	
93. Premium or annuity considerations waived under disability or other contract provisions	XXX	76,156	0	0	0	76,156	
94. Aggregate of other amounts not allocable by State	XXX	0	0	0	0	0	0
95. Totals (Direct Business)	XXX	4,963,807	1,717,366	221,782,212	0	228,463,384	0
96. Plus Reinsurance Assumed	XXX	0	0	0	0	0	
97. Totals (All Business)	XXX	4,963,807	1,717,366	221,782,212	0	228,463,384	0
98. Less Reinsurance Ceded	XXX	4,963,807	1,717,366	32,458	0	6,713,631	
99. Totals (All Business) less Reinsurance Ceded	XXX	0	0	221,749,754	0	221,749,753	0
DETAILS OF WRITE-INS							
5801. MISCELLANEOUS	XXX	5,035	136	0	0	5,171	
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 + 5898)(Line 58 above)	XXX	5,035	136	0	0	5,171	0
9401.	XXX						
9402.	XXX						
9403.	XXX						
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX	0	0	0	0	0	0
9499. Totals (Lines 9401 through 9403 + 9498)(Line 94 above)	XXX	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



Note: Heavy Outlined Boxes indicates 100% ownership by Humana Inc
(1) Ownership is 50% by CareNetwork, Inc. and 50% by New Health Services, Inc., an affiliate of Milwaukee Center for Independence, Inc., an unaffiliated entity.
(2) Ownership is 58.1736% by Humana Insurance Company, 1.6029% by The Savannah Bank, N.A., an unaffiliated entity and 40.2133% by GMAC Insurance Georgia, L.L.C., an unaffiliated entity It is a Delaware L.L.C. investment fund organized for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits
(3) Ownership is 50% by Humana Innovation Enterprises, Inc. and 50% by Pfizer Health Solutions, Inc., an unaffiliated entity
(4) Ownership is 22.5% by HUM-e-FL, Inc., 33.75% by Navigy, Inc., an unaffiliated entity, 33.75% by Health Care Service Corporation, an unaffiliated entity and 10% by Sellcore, Inc., and unaffiliated entity

As of 09/30/09

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

		RESPONSE
1.	Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3.	Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	YES
4.	Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	YES
5.	Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	YES
6.	Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	YES
7.	Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value)be filed with the state of domicile and electronically with the NAIC?	YES

Explanation:

1.This type of business in not written.

2.This type of business in not written.

Bar Code:

1. 7 0 5 8 0 2 0 0 9 4 9 0 0 0 0 0 3

2. 7 0 5 8 0 2 0 0 9 3 6 5 0 0 0 0 3

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	76,448,406	77,896,884
2. Cost of bonds and stocks acquired	9,110,014	152,338,391
3. Accrual of discount	20,539	35,192
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	1,212,322	612,944
6. Deduct consideration for bonds and stocks disposed of	49,688,318	152,643,253
7. Deduct amortization of premium	335,447	394,264
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized	9,750	1,397,488
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	36,757,766	76,448,406
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	36,757,766	76,448,406

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	74,550,686	136,374,097	137,202,265	(65,278)	91,365,286	74,550,686	73,657,240	82,536,228
2. Class 2 (a)	4,381,085			(14,437)	4,299,376	4,381,085	4,366,648	3,830,204
3. Class 3 (a)	1,321,434		35,811	(42,982)	2,236,065	1,321,434	1,242,641	1,757,926
4. Class 4 (a)	396,365			54,443	438,728	396,365	450,808	301,689
5. Class 5 (a)	70,000				0	70,000	70,000	7,350
6. Class 6 (a)	0				7,275	0	0	7,725
7. Total Bonds	80,719,570	136,374,097	137,238,076	(68,254)	98,346,730	80,719,570	79,787,337	88,441,122
PREFERRED STOCK								
8. Class 1	0				0	0	0	349,160
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	349,160
15. Total Bonds & Preferred Stock	80,719,570	136,374,097	137,238,076	(68,254)	98,346,730	80,719,570	79,787,337	88,790,282

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $; NAIC 2 $; NAIC 3 $; NAIC 4 $; NAIC 5 $; NAIC 6 $

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	41,029,782	XXX	41,029,782	33,999	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	5,997,393	1,795,910
2. Cost of short-term investments acquired	173,849,372	63,744,681
3. Accrual of discount	3,270	0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	138,820,253	59,543,198
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	41,029,782	5,997,393
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	41,029,782	5,997,393

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	8,999,985	18,688,046
2. Cost of cash equivalents acquired	327,584,245	475,201,997
3. Accrual of discount	14,396	226,222
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	387	244
6. Deduct consideration received on disposals	334,599,224	485,116,524
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,999,789	8,999,985
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	1,999,789	8,999,985

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identi-fication	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
912828-FE-5	UNITED STATES TREASURY GOVERNMENT		07/31/2009	PRIOR YEAR INCOME									0					0	9,750	05/15/2009	1
0399999 - Bonds - U.S. Governments						0	0	0	0	0	0	0	0	0	0	0	0	0	9,750	XXX	XXX
20772G-LK-2	CONNECTICUT ST MUNI		09/17/2009	BLACKROCK INSTITUTIONAL MANAGEMENT		291,373	255,000	287,553	275,804		(2,579)		(2,579)		273,225		18,149	18,149	10,306	06/01/2014	1FE
709141-C8-6	PENNSYLVANIA STATE MUNI		07/24/2009	GOLDMAN SACHS		431,388	400,000	425,216	424,088		(5,443)		(5,443)		418,645		12,743	12,743	21,556	07/01/2011	1FE
928172-HM-0	VIRGINIA STATE MUNI		09/17/2009	MERRILL LYNCH		1,131,990	1,000,000	1,146,730	1,077,026		(11,471)		(11,471)		1,065,554		66,436	66,436	57,083	08/01/2013	1FE
1799999 - Bonds - U.S. States, Territories and Possessions						1,854,751	1,655,000	1,859,499	1,776,918	0	(19,493)	0	(19,493)	0	1,757,424	0	97,328	97,328	88,945	XXX	XXX
678519-EX-3	OKLAHOMA CITY MUNI		09/17/2009	BLACKROCK INSTITUTIONAL MANAGEMENT		305,652	275,000	299,203	287,933		(2,419)		(2,419)		285,514		20,138	20,138	14,552	09/01/2012	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						305,652	275,000	299,203	287,933	0	(2,419)	0	(2,419)	0	285,514	0	20,138	20,138	14,552	XXX	XXX
196454-EZ-1	COLORADO DEPT TRANS REV MUNI		09/17/2009	MORGAN STANLEY		964,699	850,000	927,010	909,376		(4,712)		(4,712)		904,664		60,035	60,035	32,701	12/15/2016	1FE
31396A-MX-9	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2009	MBS PAYDOWN		10,686	10,686	10,970	10,716		(30)		(30)		10,686			0	392	09/01/2035	1
31402C-4G-4	FED NTL MTG ASSO FNMA		09/25/2009	VARIOUS		233,716	224,016	222,931	222,894		198		198		223,092		10,624	10,624	9,585	05/01/2034	1
31402C-VP-4	FED NTL MTG ASSO FNMA		09/25/2009	VARIOUS		11,799,172	11,316,170	11,285,227	11,282,858		6,784		6,784		11,289,642		509,530	509,530	482,993	02/01/2034	1
31402D-JF-8	FED NTL MTG ASSO FNMA		09/01/2009	MBS PAYDOWN		145,363	145,363	149,117	145,939		(576)		(576)		145,363			0	5,746	08/01/2034	1
31414K-5V-8	FED NTL MTG ASSO FNMA		09/25/2009	VARIOUS		3,391,039	3,267,703	3,357,054			(18,982)		(18,982)		3,346,063		44,976	44,976	93,230	01/01/2038	1
646139-JN-6	NEW JERSEY ST TURNPIKE MUNI		09/17/2009	J.P. MORGAN		1,756,635	1,500,000	1,730,895	1,727,037		(39,569)		(39,569)		1,687,468		69,167	69,167	119,438	01/01/2013	1FE
3199999 - Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...						18,301,310	17,313,938	17,683,204	14,298,820	0	(56,887)	0	(56,887)	0	17,606,978	0	694,332	694,332	744,085	XXX	XXX
25459H-AB-1	DIRECTV HOLDING LLC CORPORATE		09/22/2009	CALLED SECURITY at 103.125		36,094	35,000	36,356	35,950		(139)		(139)		35,811		283	283	2,988	03/15/2013	3FE
268317-AB-0	EDF SA CORPORATE		09/18/2009	BARCLAYS CAPITAL		596,983	525,000	523,362			19		19		523,381		73,602	73,602	22,466	01/26/2019	1FE
771196-AS-1	ROCHE HOLDING INC CORPORATE		09/18/2009	CITIGROUP GLOBAL MARKETS INC		220,962	200,000	196,856			127		127		196,983		23,979	23,979	6,933	03/01/2019	1FE
79549A-JJ-9	SALOMON BROS MTG 7 2001-C2		09/14/2009	CALLED SECURITY at 100.000		6,994	6,994	7,316	7,167		(173)		(173)		6,994			0	302	10/01/2011	1FE
92344S-AH-3	VERIZON WIRELESS CAPITAL		09/18/2009	UBS SECURITIES		1,440,650	1,250,000	1,239,813	1,239,854		1,221		1,221		1,241,075		199,575	199,575	77,335	11/15/2013	1FE
3899999 - Bonds - Industrial and Miscellaneous						2,301,683	2,016,994	2,003,703	1,282,971	0	1,055	0	1,055	0	2,004,244	0	297,439	297,439	110,024	XXX	XXX
8399997 - Bonds - Part 4						22,763,396	21,260,932	21,845,609	17,646,642	0	(77,744)	0	(77,744)	0	21,654,160	0	1,109,237	1,109,237	967,356	XXX	XXX
8399999 - Total - Bonds						22,763,396	21,260,932	21,845,609	17,646,642	0	(77,744)	0	(77,744)	0	21,654,160	0	1,109,237	1,109,237	967,356	XXX	XXX
8999999 - Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799999 - Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999 - Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 Totals						22,763,396	XXX	21,845,609	17,646,642	0	(77,744)	0	(77,744)	0	21,654,160	0	1,109,237	1,109,237	967,356	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues ....

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
CITIBANK New Castle,DE					214,083	2,350,146	1,549,797	XXX
US BANK Milwaukee,WI					(1,012)	(601)		XXX
US BANK Milwaukee,WI					(1,773,369)	(4,505,168)	(3,895,031)	XXX
JP MORGAN CHASE New York,NY					454,975	279,039	2,916,827	XXX
Bank of America Atlanta, GA					295,523	295,411	825,857	XXX
Bank of America Atlanta, GA						112	1,108	XXX
0199998 Deposits in .... depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX				1,052		XXX
0199999 Totals - Open Depositories	XXX	XXX			(809,802)	(1,580,010)	1,398,557	XXX
0399999 Total Cash on Deposit	XXX	XXX			(809,802)	(1,580,010)	1,398,557	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total Cash	XXX	XXX			(809,802)	(1,580,010)	1,398,557	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
UNITED STATES TREASURY TREAS BILL	LS	08/20/2009	0.136	10/29/2009	1,999,789		309
0199999 - U.S. Governments - Issuer Obligations					1,999,789	0	309
0399999 - Total - U.S. Government Bonds					1,999,789	0	309
7799999 - Total - Issuer Obligations					1,999,789	0	309
8399999 - Total - Bonds					1,999,789	0	309
8699999 Totals					1,999,789	0	309